

The Waite Park Rifle Club bylaws were made official on June 12, 1984. Changes in regulations for tax-exempt organizations, including the Waite Park Rifle Club, have been made by the State of Minnesota. Since the 1984 bylaws do not meet these requirements, the Board, with the help of Jackie Schuh, have updated the club bylaws which must be approved by the membership.

Adopted by majority membership vote. Approved 02/10/2018.
48 Yes, 0 No.

**AMENDED BYLAWS FOR THE WAITE PARK RIFLE CLUB, INC.
A MINNESOTA NON-PROFIT CORPORATION**

1. **NAME.** This document constitutes the Amended Bylaws of Waite Park Rifle Club, Inc., a non-profit corporation (the "**Waite Park Rifle Club**" or "**the Club**").

2. **ARTICLES AND CREATION.** The Club was created in 1984 with the Articles of Incorporation properly filed with office of the Minnesota Secretary of State on June 12, 1984. These Bylaws were created and are subject to the provisions of Minnesota Statutes Section 317.01 et. seq., including all amendments to and recodifications thereof.

3. **REGISTERED OFFICES.** The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office is at 2304 County Road 74, St. Cloud, MN 56301.

4. **PURPOSE.** The purpose of this non-profit corporation is to encourage organized rifle, pistol, and shotgun education, proper care of and safety with firearms, develop proficient marksmanship, and to create and manage a safe and environmentally compatible place to practice with firearms. Further, the purposes include the development of the characteristics of honesty, respect, good fellowship, self-discipline, team play, self-reliance, and the essentials of good sportsmanship, and true patriotism. The purpose and all actions of the Members, Board, and Officers shall always be consistent with non-profit status under 501(C)(3) and Chapter 317A of the Minnesota Statutes, including any amendments thereto or recodifications thereof.

5. **MEMBERSHIP.** The Members are comprised of citizens of the United States who are approved, authorized, and legally eligible to lawfully purchase, possess, use, and carry firearms under the laws of the State of Minnesota and under Federal law. No applicant for membership will be discriminated upon based on race, creed, color, religion, age, sex, sexual preference, or any other protected status under Federal and State law. All Members must also be law-abiding citizens, eighteen years of age or older, who meet all eligibility requirements of this organization and who become Members by vote of the Board of Directors after application and payment of the established initial fee and dues. "Membership" is defined as a "Single Household Membership" and shall include the Member, and may also include the Member's spouse, life partner or significant other, and the Member's children who reside in the same household as the Member until the children reach the age of eighteen.

6. **FEES AND DUES.** The annual dues and due date for payment shall be set by the Board of Directors and may be changed from time to time.

7. **FAILURE BY MEMBER TO TIMELY PAY DUES.** At the event a Member fails to make timely payment of the annual membership dues, her or his privileges and benefits of membership are suspended and his or her membership in the organization immediately terminates.

8. **TRANSFERABILITY OF MEMBERSHIP.** Membership is not transferrable.

9. **BOARD OF DIRECTORS AND DUTIES.** The affairs of the corporation shall be governed by a Board of Directors. The Members shall vote and elect a Board of Directors for the corporation which shall be comprised, at a minimum, of six (6) Directors at any given time. Each Director must:

- (A) Be a Member who is current in payment of dues and a Member in good standing while serving as a Director; and
- (B) Maintain a proper firearm permit which is in compliance with their County of residence and State of Minnesota;
- (C) Be a citizen of the United States;
- (D) Be eligible at all times, under United States and Minnesota law, to lawfully purchase, possess, use, and carry firearms while serving as a Director; and
- (E) Take all actions necessary to ensure compliance with all Federal and State laws to comply with non-profit status.

Each Director shall hold office for a period of two (2) years and until their successors are elected or, if there is a vacancy because of a resignation, death, disability, or other reason, then the vacancy may be filled by the Board appointing an interim Director until the next annual meeting of the Members and then at the annual meeting, the vacancy shall be filled by a vote of the Members as set forth under 11, 12, 13 and 14 of these Bylaws.

The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the corporation, and may do and take all actions that are not, under Federal or State law, or under these Bylaws, unlawful, prohibited, or unauthorized. The powers and duties of the Board of Directors include, but are not limited to, the following:

- (A) To accept or reject all applications for membership; and
- (B) To present, at each annual meeting of the Members, or when called for by vote of the Members, a complete and clear statement of the business, financial update, membership update, or any other update either required to be given or requested to be given to the Members; and

- (C) To otherwise perform such duties and responsibilities afforded to the Board of Directors of a business corporation organized under Section 317.01, et seq., of Minnesota Statutes, including any amendments thereto or recodifications thereof.

Vacancies on the Board of Directors caused by any reason other than for the removal of a Director by a vote of the Members, shall be temporarily filled by a vote of the majority of the remaining Directors. Each person so temporarily elected, shall serve as a Director until a successor is elected by the Members at the next annual meeting.

A Director may be removed with or without cause, by a majority vote of Members at an annual or special meeting, provided proper notice has been given. A Director who is to be removed has the right and shall be afforded the opportunity to be heard before the Members prior to a vote to remove. If any Director is removed, a successor may either be voted in at that same meeting by the Members or, the Board can elect an interim Director to serve until the next annual meeting of the Members. No compensation shall be paid to the Directors for their services as Directors, but as an inducement for Members to step up and serve in these positions, the corporation shall pay the annual dues of each Director, and for each Range Safety Officer who meets the requirements set by the Board.

Attendance by a Director at any meeting of the Board shall be a waiver of notice by her/him of the time and place thereof. If all the Directors are present at any meeting of the Board, any business may be transacted at such meeting.

10. MEETINGS AND VOTING OF THE DIRECTORS. Meetings of the Board of Directors shall take place at any time that the Chair of the Board or that the Board of Directors deems appropriate, but shall occur at the least, a minimum of four times each year on a date, at a time, and at a location to be determined by the Board. The Board shall also give at least ten (10) days' notice to each Director of the date, time, and purpose of each meeting. Directors may participate in any meeting of the Board in person, by telephone, by videoconference or any other type of electronic media or medium. Actions may be taken by vote of a majority of the Directors in attendance and in good standing at any meeting. Any vote of the Board may include voting in person, by written proxy, or via email or any other type of electronic device or media or medium which may produce a wdtten document to keep of record.

11. MEETINGS OF THE MEMBERS. Meetings of the Members shall be held at any time the Board of Directors deems appropriate, but at the least, annually, on a date, at a time, and at a location to be determined by the Board. The Board shall also give at least thirty (30) days' notice to each Member of the date, time, and purpose of each meeting of the Members.

12. CALLING MEMBER MEETINGS AND NOTICE. The President may call general, annual, or special meetings of the Members as directed by resolution of the Board of Directors, or based upon a Petition signed by twenty percent (20%) of Members in good standing, if the Petition is presented to the Secretary. The notice of all meetings, of any type, shall state the date, time, location, and purpose of the meeting. It shall be the duty of the Secretary to mail notice to

each Member for each annual or special meeting, stating the purpose, date, time, and location. This notice must be mailed to the address of each Member as it appears in the Membership Ledger of the corporation. If no address is on record, then the notice may be mailed, by First Class U.S. Mail, to the Member at the Member's last known address. Notices must be mailed at least fifteen (15), but not more than forty-five (45), days prior to a meeting. The mailing of a notice in the manner provided in this section shall be considered sufficient notice of any meeting.

13. MEMBER ACTION BY MAJORITY VOTE. During annual or special meetings, actions may be taken by vote of a majority of Members in attendance and in good standing at the meeting. Members may also vote by written proxy provided a written proxy is submitted to the Secretary prior to the actual meeting, and provided the proxy appoints another Member in good standing or appoints a Director as the proxy for the absent Member.

14. OFFICERS. The Members shall, annually, elect Members who are in good standing to serve as Officers of the corporation in the following positions, all of which are considered to be "Officers" of the corporation:

President
Vice President
Secretary
Treasurer
Executive Range Officer
Chief Instructor

The Board shall, by written Resolution, issue authority to each Officer, and that authority shall automatically inure to the succeeding Officers to each position as each are appointed and assume duties consistent with each Officer's positions. A Member can hold a position as a Director and an Officer concurrently. The Board of Directors may require that all Officers and employees of the corporation handling or responsible for corporate funds shall furnish adequate fidelity bonds. The premiums for such bonds shall be paid by the corporation.

Upon any affirmative vote of a majority of the Directors or by a majority vote of the Members, any Officer may be removed, either with or without cause. If action to remove an Officer is intended to be taken, the Board must give notice to the Officer and may convene an annual or a special meeting not sooner than ten (10) days after providing notice to the Officer to allow the Officer an opportunity to be heard. If an Officer is removed, an interim successor may be appointed by the Board of Directors at a regular or special meeting of the Board of Directors or of the Members which meeting is specifically called for that purpose. If done by the Board at a Board meeting, then that Officer may serve until a vote by Members can be taken at the next annual meeting.

15. DUTIES AND INDEMNIFICATION OF OFFICERS AND DIRECTORS. The duties of each Officer is as follows.

- (A) **President:** The President shall (a) be responsible for general and active management of the business of the corporation, and (b) preside over all meetings of the Members, and (c) ensure that all Resolutions of the Board are carried out, (d) sign and deliver, in the name of the corporation, any deeds, mortgages, bonds, contracts, tax forms, or other legal documents or instruments to accomplish the business of the corporation or respond to any inquiries from any legal or administrative authority or tribunal; except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by appropriate Resolution to another Officer of the corporation, and (e) perform such other duties as prescribed by the Board. The President shall also be an ex officio member of all standing committees and shall have the general power and duties of supervision and management typically vested in the office of the President of a corporation.
- (B) **Vice-President:** The Vice-President shall, in the absence or disability of the President, (a) perform all duties and exercise the powers of the President, and (b) shall perform such other duties as prescribed by the Board of Directors and the President from time to time.
- (C) **Secretary:** The Secretary shall maintain all records, and whenever necessary, certify all proceedings of the Board and the Members and shall attend all meetings of the Board and Members and record all votes and minutes of the proceedings in the Corporate Book, and shall perform such other duties as designated by the Board of Directors or the President from time to time.
- (D) **Treasurer:** The Treasurer shall (a) keep accurate financial records of the corporation, (b) deposit all money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board, (c) endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board and issue receipts when required, (d) disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board, (e) provide updates to the President and the Board of Directors upon request but, at a minimum, at least twice a year, (f) provide an account of all transactions and the financial condition of the corporation to the President and the Board of Directors upon request but, at a minimum, at least twice a year, (g) provide an account of all transactions and the financial condition of the corporation to the Members upon request, but at a minimum, at least once a year, and (h) perform other duties as requested, from time to time, by the Board or by the President, from time to time.
- (E) **Executive Range Officer:** The Executive Range Officer shall manage and oversee all ranges and range activities including, but not limited to, safety and standard operating procedures, printing score cards, arranging of competitions, etc. The Executive Range Officer may appoint additional Assistant Range

Officers as necessary to carry out these duties. The Range Officer has no authority to enter into any contract or legal agreement, or pay for any services or products, without specific authorization to do so granted by the Board of Directors or the President.

- (F) **Chief Instructor:** The Chief Instructor shall assume responsibility for all small anns instructions and may appoint assistants as deemed necessary and appropriate. The Chief Instructor may appoint Assistant Instructors as necessary to carry out theses duties. The Chief Instructor has no authority to enter into any contract or legal agreement, or pay for any services or products, without specific authorization to do so, granted by the Board of Directors or the President.

Any Director or Officer named, included, or made a party to a legal action, claim or other proceeding, by reason of serving in the capacity as a Director or Officer for the corporation, shall be indemnified by the corporation for reasonable attorneys' fees and costs, judgments, fines, penalties or settlement costs, inculTed by the person in connection with the action, claim, or proceeding if the acts or omissions of the Director or Officer alleged:

- (A) Were not in violation of criminal laws;
- (B) Were not in violation of civil laws;
- (C) Were ethical and not morally unacceptable;
- (D) Did not result in negative publicity or reflect poorly on the corporation;
- (E) Were taken or done in good-faith; and
- (F) Did not result in any improper personal benefit to the Director or Officer.

To provide for indemnification, the corporation shall carry proper insurance in an amount sufficient to cover potential claims which may result against Directors and Officers. Members are not granted indemnification under this section.

16. SUSPENSION OR EXPULSION OF MEMBERS. Any Member, Director, or Officer may be suspended or expelled from the Club for any cause deemed sufficient by the Board of Directors or by the Members, upon a majority vote of the Board or a majority vote of the Members present at an annual or special meeting provided proper notice of the meeting has been given and the individual who is to be suspended or expelled has received notice at least thirty (30) days prior to the meeting, has been provided a written reason for the proposed suspension or expulsion, and has been given an opportunity to be heard by the Board or Members. A Member may choose to be represented by another individual or legal counsel at the meeting and at the Member's own expense if the Member so chooses.

17. MISCELLANEOUS.

- (A) **Fiscal Year:** Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1, and end on the succeeding December 31.
- (B) **Title to Property:** Title to all property shall be held in the name of this corporation only.
- (C) **Corporate Seal:** The corporation shall have no seal.
- (D) **Amendments:** The Bylaws of the corporation may be amended by the affirmative majority vote of the Members present at any annual or special meeting, but only after written notice of the proposed change has been mailed to each Member at least thirty (30) days prior to the meeting. The notice shall specifically state the substance of the proposed changes and shall include a copy of the changes, the date, time, and location of the meeting at which the amendment will be voted upon.
- (E) **Authority to Borrow. Encumber Assets:** No Director, Officer, or agent shall have any power or authority to borrow money on behalf of, to pledge for credit, mortgage or otherwise, the real or personal property of the corporation, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or may be limited to specific instances.
- (F) **Deposit of Funds:** All funds of this corporation shall be deposited, from time to time, to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.